

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

STATE OF OHIO
DEPARTMENT OF COMMERCE
DIVISION OF FINANCIAL INSTITUTIONS

In the Matter of)
)
)
)
THE HOME BUILDING AND)
LOAN COMPANY)
)
)
Greenfield, Ohio)
OTS Docket No. 08107)
_____)

Order No.: CN 11-10

Effective Date: April 22, 2011

ORDER TO CEASE AND DESIST

WHEREAS, The Home Building and Loan Company, Greenfield, Ohio, (Association), by and through its Board of Directors (Board), has executed a Stipulation and Consent to Issuance of an Order to Cease and Desist (Stipulation); and

WHEREAS, the Association, by executing the Stipulation, has consented and agreed to the issuance of this Order to Cease and Desist (Order) by the Office of Thrift Supervision (OTS) and the Ohio Division of Financial Institutions (Division) (collectively, the Regulatory Agencies) pursuant to 12 U.S.C. § 1818(b) and Section 1155.02 of the Ohio Revised Code; and

WHEREAS, pursuant to delegated authority, the OTS Regional Director for the Central Region (Regional Director) and the Division Superintendent for Financial Institutions (Superintendent) are authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order.

NOW, THEREFORE, IT IS ORDERED that:

Cease and Desist.

1. The Association and its directors, officers, and employees shall cease and desist from any action (alone or with others) for or toward, causing, bringing about, participating in, counseling, or aiding and abetting the unsafe or unsound practices and/or violations of law or regulation that resulted in the Association operating: (a) with an excessive level of adversely classified loans and real estate owned; (b) in contravention of written loan policies and procedures; (c) with management whose policies and practices are detrimental to the Association; and (d) with a board of directors that has failed to exercise adequate supervision over and provide adequate direction to management of the Association to prevent unsafe and unsound banking practices and violations of laws or regulations as described in the Joint Report of Examination of the Association dated October 4, 2010 (2010 Joint ROE).

Asset Quality.

2. Effective immediately, the Association shall not originate, renew, participate in, or modify any loan, except for owner-occupied, one-to-four family first mortgage loans, until such time as the Association has received written non-objection to its Business Plan as required by Paragraph 12 and resolved the Matters Requiring Board Attention in the 2010 Joint ROE to the satisfaction of the Regulatory Agencies. Before resuming its restricted lending, the Association shall submit a written request to the Regulatory Agencies and receive a written non-objection letter from the Regional Director and Superintendent prior to commencing such lending.

3. Within thirty (30) days of the end of each quarter, the Board shall review the Association's compliance with its Classified Asset Plan accepted by the Regulatory Agencies on June 11, 2010. The Board's review must be fully detailed in the Board meeting minutes. A copy of the Board meeting minutes, including any supporting documents, reports or other information

reviewed by the Board shall be provided to the Regulatory Agencies within forty-five (45) days after the date of the meeting.

4. Within thirty (30) days after the end of each quarter, the Association shall submit a quarterly written loan status report (Quarterly Loan Report) to the Board. The Board's review of the Quarterly Loan Report shall be documented in the Board meeting minutes. The Quarterly Loan Report shall include, at a minimum:

- (a) the current status of all remediation plans;
- (b) the ratio of all adversely classified loans to Tier 1 (Core) capital plus the total allowance for loan and lease losses (ALLL);
- (c) a comparison of adversely classified loans at the current quarter end with the preceding quarter;
- (d) a discussion of the actions taken during the preceding quarter to reduce the Association's level of delinquent loans and adversely classified loans; and
- (e) any recommended revisions or updates to the remediation plans.

5. Within forty-five (45) days after the end of each quarter, a copy of the Quarterly Loan Report and Board minutes, including any supporting documents, shall be provided to the Regulatory Agencies.

Loan Underwriting.

6. Effective immediately, the Association shall comply with its Board-approved loan underwriting policies, procedures, practices, and controls (Loan Underwriting Policy).

7. Within thirty (30) days, the Association shall revise its Loan Underwriting Policy to address all corrective actions in the 2010 Joint ROE relating to loan underwriting. The Loan Underwriting Policy shall comply with applicable laws, regulations and regulatory guidance and

shall, at a minimum, require:

- (a) independent, written confirmation of the employment and income of each borrower and guarantor prior to originating, refinancing, or modifying a 1-to-4 family mortgage loan. Any material differences and exceptions to the Association's loan underwriting policy identified by the Association concerning employment and/or income stated within an application and through the Association's independent confirmation process must be fully documented within the loan file. Before each loan is approved by the Association, the Board must review the loan file and any differences between the employment and income stated on the application and independently confirmed by the Association must be reconciled to the satisfaction of the Board; and
- (b) all loan applications involving 1-to-4 family investment property collateral have confirmed copies of rent rolls, occupancy reports, operating income statements, and tax returns for the last three years in the loan file before approval of any such loan by the Association.

Credit Administration.

8. Within thirty (30) days, the Association shall implement credit administration policies, procedures, practices, and controls (Credit Administration Policy) to address all corrective actions in the 2010 Joint ROE relating to credit administration. The Credit Administration Policy shall comply with all applicable laws, regulations and regulatory guidance and:

- (a) require each loan file involving 1-to-4 family investment property collateral to contain updated rent rolls, occupancy reports, operating income statements, and tax returns as required by Paragraph 7(b) above; and

(b) require assessment of the fair value of all 1-to-4 family mortgage loans that are 180 days or more past due in accordance with OTS CEO Letter 103 (Interagency Uniform Retail Credit Classification Policy) and require the prompt establishment of either a specific valuation reserve or charge off amount on the Association's books, if appropriate, after assessing the fair value of such loans.

Allowance for Loan and Lease Losses.

9. Within thirty (30) days, the Association shall revise its methodology to ensure the timely establishment and maintenance of an adequate allowance for loan and lease losses (ALLL) level (ALLL Policy) and to address all corrective actions set forth in the 2010 Joint ROE relating to ALLL. The ALLL Policy shall comply with applicable laws, regulations, and regulatory guidance.

Real Estate Owned.

10. Within sixty (60) days, the Association shall revise its real estate owned policy and procedures (REO Policy) to ensure compliance with applicable laws, regulations, and regulatory guidance and submit the revised REO Policy to the Regulatory Agencies. The REO Policy shall incorporate applicable comments from the 2010 Joint ROE and, at a minimum, require:

- (a) each REO file to include a copy of the detailed valuation analysis obtained at acquisition of the REO, including an appraisal and all supporting documentation;
- (b) each REO file to include, at acquisition, an analysis of each REO property that compares the cost of holding the REO against the financial benefits of a sale within a six-month period;
- (c) each REO file to include marketing strategies for the REO and targeted time frames for disposing of it;

- (d) a periodic interval, no less than annually, for reassessing the fair market value of each REO, including a comparison of the cost of holding the REO against the financial benefits of a sale within a six-month period; and
- (e) the Association to promptly adjust its book value of each REO after an assessment or reassessment of fair market value and report the results on its OTS Thrift Financial Report (TFR) during the same calendar quarter as the assessment/reassessment.

Business Plan.

11. By May 31, 2011, the Association shall submit to the Regulatory Agencies an updated comprehensive business plan for the period covering May 1, 2011 through December 31, 2013 (Business Plan). At a minimum, the Business Plan shall conform to applicable laws, regulations and regulatory guidance and include:

- (a) plans to improve the Association's core earnings and achieve profitability;
- (b) strategies for ensuring that the Association has the financial and personnel resources necessary to implement and adhere to the Business Plan and adequately support the Association's risk profile;
- (c) quarterly pro forma financial projections (balance sheet, regulatory capital ratios, and income statement) for each quarter covered by the Business Plan; and
- (d) identification of all relevant assumptions made in formulating the Business Plan and a requirement that documentation supporting such assumptions be retained by the Association.

12. Upon receipt of written notification from the Regulatory Agencies that the Business Plan is acceptable, the Association shall implement and adhere to the Business Plan.

13. Any material modifications¹ to the Business Plan must receive the prior written non-objection of the Regulatory Agencies. The Association shall submit proposed material modifications to the Regulatory Agencies at least forty-five (45) days prior to implementation.

14. By September 30, 2011, and each September 30th thereafter, the Business Plan shall be updated and submitted to the Regulatory Agencies pursuant to Paragraph 11 above incorporating the Association's budget plan and profit projections for the next two (2) fiscal years taking into account any revisions to the Association's loan, investment and operating policies.

15. Within forty-five (45) days after the end of each quarter, after implementation of the Business Plan, the Board shall review quarterly variance reports on the Association's compliance with the Business Plan (Variance Reports). The Variance Reports shall:

- (a) identify variances in the Association's actual performance during the preceding quarter as compared to the projections set forth in the Business Plan;
- (b) contain an analysis and explanation of identified variances; and
- (c) discuss the specific measures taken or to be taken to address identified variances.

16. A copy of each Variance Report shall be provided to the Regulatory Agencies within seven (7) days after the Board meeting in which such Variance Report is reviewed.

Management Succession Plan.

17. By May 31, 2011, the Board shall draft and submit for review and comment by the Regulatory Agencies a written plan for management succession at the Association (Management Succession Plan). The written Management Succession Plan shall:

- (a) identify present and future staffing requirements for each business line of the

¹ A modification shall be considered material under this Paragraph if the Association plans to: (a) engage in any activity that is inconsistent with the Business Plan; or (b) exceed the level of any activity contemplated in the Business Plan by more than ten percent (10%).

Association commensurate with the Association's Business Plan;

- (b) identify the Association officer positions and staff positions critical to the operations of the Association to be covered by the Management Succession Plan, such as a Chief Executive Officer and Chief Lending Officer;
- (c) identify possible successors for the identified officer and staff positions from current employees of the Association based on a list of skills and competencies desired for each identified officer or staff position or indicate where outside recruiting will be necessary;
- (d) require the establishment of career development and training plans for potential officer candidates; and
- (e) require periodic evaluation by the Board of whether the goals and outcomes of the Management Succession Plan need updating or adjusting.

18. Upon receipt of written notification from the Regulatory Agencies that the Management Succession Plan is acceptable, the Association shall implement and adhere to the Management Succession Plan. The Board's review of the Management Succession Plan shall be documented in the Board meeting minutes.

Corporate Governance.

19. Within sixty (60) days, the Board shall develop and submit to the Regulatory Agencies a written plan for adding directors to the Board and improving Board member development (Director Development Plan). The Director Development Plan shall ensure that the composition of the Board reflects the experience, objectivity and diverse perspectives necessary for effective governance and, at a minimum, shall:

- (a) require that the Board conduct an assessment of the skills and experience

possessed by the current members of the Board and determine what additional skills and/or experience would be helpful to the Board's oversight of the Association;

(b) require that the Board appoint at least two (2) independent² directors to the Association's Board by September 30, 2011, who possess particular skills and experience determined by the Board to be helpful to its oversight of the Association;

(c) establish minimum qualifications for directors of the Association;

(d) require that the Board meet in executive session on a regular basis without the presence of salaried Association employees to discuss, at a minimum: (i) matters among the directors that are important to the overall financial condition and performance of the Association, (ii) the future of the Association, and (iii) what the Association is doing in comparison to the competitive marketplace;

(e) develop an education plan for the Board that identifies the training to be provided related to a director's fiduciary responsibilities, which shall include the provision of information necessary to perform director responsibilities as contained in the OTS Directors' Guide to Responsibilities and the OTS Directors' Guide to Management Reports; and

(f) contain a specific timetable for completion of the actions set forth in the Director Development Plan, which shall be no later than September 30, 2011.

² For purposes of this Order, an individual who is "independent" with respect to the Association shall be any individual who:

- (a) is not currently employed and has not been employed within the last three years by the Association;
- (b) is not related by blood or marriage to any officer or director of the Association;
- (c) is not indebted, directly or indirectly to the Association; and
- (d) has not served as a consultant, advisor, auditor, underwriter, appraiser, or legal counsel to the Association.

20. Within thirty (30) days after receipt of written comments from the Regulatory Agencies, the Board shall revise the Director Development Plan, if necessary, based upon such comments and ensure that it implements and adheres to the Director Development Plan. Upon receipt of written notification from the Regulatory Agencies that the Director Development Plan is acceptable, the Board shall implement and adhere to the Director Development Plan.

21. By September 30, 2011, the Association shall have an independent Chairman of the Board.

Violations of Law.

22. Within thirty (30) days, the Association shall ensure that all violations of law and/or regulation discussed in the 2010 Joint ROE are corrected and that adequate policies, procedures and systems are established or revised and thereafter implemented to prevent future violations.

Board Oversight of Compliance with Order.

23. Within thirty (30) days, the Board's Oversight Committee shall monitor and coordinate the Association's compliance with the provisions of this Order and the completion of all corrective actions required in the 2010 Joint ROE. The Oversight Committee shall be comprised of three (3) or more directors, at least one (1) of which shall be an independent director. If the Association does not have at least one (1) independent director to serve on the Oversight Committee, the Association shall engage the consulting services of an independent public accounting firm to serve as the Oversight Committee.

24. Within thirty (30) days after the end of each quarter, beginning with the quarter ending June 30, 2011, the Oversight Committee shall submit a written compliance progress report to the Board (Compliance Tracking Report). The Compliance Tracking Report shall, at a minimum:

- (a) separately list each corrective action required by this Order and the 2010 Joint ROE;
- (b) identify the required or anticipated completion date for each corrective action; and
- (c) discuss the current status of each corrective action, including the action(s) taken or to be taken to comply with each corrective action.

25. Within thirty (30) days after the end of each quarter, beginning with the quarter ending June 30, 2011, the Board shall review the Compliance Tracking Report and all reports required to be prepared by this Order. Following its review, the Board shall adopt a resolution: (a) certifying that each director has reviewed the Compliance Tracking Report and all required reports; and (b) documenting any corrective actions adopted by the Board. A copy of the Compliance Tracking Report and the Board resolution shall be provided to the Regulatory Agencies within seven (7) days after the Board meeting.

Golden Parachute Payments.

26. Effective immediately, the Association shall not make any golden parachute payment³ unless, with respect to such payment, the Association has complied with the requirements of 12 C.F.R. Part 359.

Directorate and Management Changes.

27. Effective immediately, the Association shall comply with the prior notification requirements for changes in directors and Senior Executive Officers⁴ set forth in 12 C.F.R. Part 563, Subpart H.

Employment Contracts and Compensation Arrangements.

28. Effective immediately, the Association shall not enter into any new contractual

³ The term “golden parachute payment” is defined at 12 C.F.R. § 359.1(f).

⁴ The term “Senior Executive Officer” is defined at 12 C.F.R. § 563.555.

arrangement or renew, extend, or revise any contractual arrangement relating to compensation or benefits for any director or Senior Executive Officer of the Association, unless it first provides the Regulatory Agencies with not less than thirty (30) days prior written notice of the proposed transaction. The notice to the Regulatory Agencies shall include a copy of the proposed employment contract or compensation arrangement or a detailed, written description of the compensation arrangement to be offered to such director or Senior Executive Officer, including all benefits and perquisites. The Board shall ensure that any contract, agreement, or arrangement submitted to the Regulatory Agencies fully complies with the requirements of 12 C.F.R. Part 359, 12 C.F.R. §§ 563.39 and 563.161(b), and 12 C.F.R. Part 570 – Appendix A.

Third Party Contracts.

29. Effective immediately, the Association shall not enter into any arrangement or contract with a third party service provider that is significant to the overall operation or financial condition of the Association⁵ or outside the Association's normal course of business unless, with respect to each such contract, the Association has: (a) provided the Regulatory Agencies with a minimum of thirty (30) days prior written notice of such arrangement or contract and a written determination that that the arrangement or contract complies with the standards and guidelines set forth in OTS Thrift Bulletin 82a; and (b) received written notice of non-objection from the Regulatory Agencies.

Effective Date, Incorporation of Stipulation.

30. This Order is effective on the Effective Date as shown on the first page. The Stipulation is made a part hereof and is incorporated herein by this reference.

⁵ A contract will be considered significant to the overall operation or financial condition of the Association where the annual contract amount equals or exceeds two percent (2%) of the Association's total capital, where there is a foreign service provider, or where it involves information technology that is critical to the Association's daily operations without regard to the contract amount.

Duration.

31. This Order shall remain in effect until terminated, modified, or suspended, by written notice of such action by the Regulatory Agencies, acting by and through their authorized representatives.

Time Calculations.

32. Calculation of time limitations for compliance with the terms of this Order run from the Effective Date and shall be based on calendar days, unless otherwise noted.

33. The Regulatory Agencies, through an authorized representative, may extend any of the deadlines set forth in the provisions of this Order upon written request by the Association that includes reasons in support for any such extension. Any extension granted by the Regulatory Agencies shall be made in writing.

Submissions and Notices.

34. All submissions, including any reports, to the Regulatory Agencies that are required by or contemplated by this Order shall be submitted within the specified timeframes.

35. Except as otherwise provided herein, all submissions, requests, communications, consents, or other documents relating to this Order shall be in writing and sent by first class U.S. mail (or by reputable overnight carrier, electronic facsimile transmission, or hand delivery by messenger) addressed as follows:

(a) **To the Division:**

Deputy Superintendent for Banks
Ohio Department of Commerce
Division of Financial Institutions
77 South High Street, 21st Floor
Columbus, Ohio 43215
Facsimile: (614) 644-1631

(b) **To the OTS⁶:**

Regional Director
Office of Thrift Supervision
One South Wacker Drive, Suite 2000
Chicago, Illinois 60606
Facsimile: (312) 917-5001

(c) **To the Association:**

Board of Directors
The Home Building and Loan Company
355 Jefferson Street
Greenfield, Ohio 45123
Facsimile: (937) 981-5130

No Violations Authorized.

36. Nothing in this Order or the Stipulation shall be construed as allowing the Association, its Board, officers, or employees to violate any law, rule, or regulation.

IT IS SO ORDERED.

OFFICE OF THRIFT SUPERVISION

By: _____ /s/
Daniel T. McKee
Regional Director, Central Region

DIVISION OF FINANCIAL INSTITUTIONS

By: _____ /s/
Charles J. Dolezal
Superintendent of Financial Institutions

By: _____ /s/
Kevin J. Allard
Deputy Superintendent for Banks and
Savings Institutions

⁶ Following the Transfer Date, as that term is defined in the Dodd-Frank Wall Street Reform and Consumer protection Act, Pub. Law No. 111-203, § 311, 124 Stat. 1520-21 (2010), all submissions, requests, communications, consents or other documents relating to this Order shall be directed to the Comptroller of the Currency or to the individual, division, or office designated by the Comptroller of the Currency.

UNITED STATES OF AMERICA
Before the
OFFICE OF THRIFT SUPERVISION

STATE OF OHIO
DEPARTMENT OF COMMERCE
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Order No.: CN 11-10

Effective Date: April 22, 2011

STIPULATION AND CONSENT TO ISSUANCE OF ORDER TO CEASE AND DESIST

This Stipulation and Consent to Issuance of an Order to Cease and Desist (Stipulation) is submitted by The Home Building and Loan Company, Greenfield, Ohio (Association) to the Office of Thrift Supervision (OTS) acting by and through its Regional Director for the Central Region (Regional Director) and to the Ohio Division of Financial Institutions (Division) acting by and through its Superintendent for Financial Institutions (Superintendent).

WHEREAS, the OTS and Division (collectively, the Regulatory Agencies), based upon information derived from the exercise of their regulatory and supervisory responsibilities, have informed the Association that they are of the opinion that grounds exist to initiate an administrative cease-and-desist proceeding against the Association;

WHEREAS, the Regional Director and Superintendent, pursuant to delegated authority, are authorized to issue Orders to Cease and Desist where a savings association has consented to the issuance of an order; and

WHEREAS, the Association desires to cooperate with the Regulatory Agencies to avoid the time and expense of such administrative cease and desist proceeding by entering into this Stipulation and Consent to the Issuance of Order to Cease and Desist (Stipulation) and, without admitting or denying that such grounds exist, but only admitting the statements and conclusions in Paragraphs 1 through 4 below concerning Jurisdiction, hereby stipulates and agrees to the following terms:

Jurisdiction.

1. The Association, a state-chartered savings and loan association, is a “savings association” within the meaning of 12 U.S.C. § 1813(b) and 12 U.S.C. § 1462(4). Accordingly, the Association is an “insured depository institution” as that term is defined in 12 U.S.C. § 1813(c).
2. Pursuant to 12 U.S.C. § 1813(q), the Director of the OTS is the “appropriate Federal banking agency” with jurisdiction to maintain an administrative enforcement proceeding against the Association. Therefore, the Association is subject to the authority of the OTS to initiate and maintain an administrative cease and desist proceeding against it pursuant to 12 U.S.C. § 1818(b).
3. Pursuant to Chapters 119, 1151, 1153, 1155, 1157 and 1181 of the Ohio Revised Code, the Division examines, regulates, and supervises the Association.
4. The Association, therefore, is subject to the authority of the Regulatory Agencies to initiate and maintain administrative cease and desist proceedings against it pursuant to Section 8(b) of the Federal Deposit Insurance Act, 12 U.S.C. § 1818(b), and Section 1155.02 of the Ohio Revised Code.

Findings of Fact.

5. Based on a comprehensive joint examination of the Association, the Regulatory Agencies find that the Association has engaged in unsafe or unsound banking practices and/or violations of law or regulation by operating: (a) with an excessive level of adversely classified loans and real estate owned; (b) in contravention of written loan policies and procedures; (c) with management whose policies and practices are detrimental to the Association; and (d) with a board of directors that has failed to exercise adequate supervision over and provide adequate direction to management of the Association to prevent unsafe and unsound banking practices and violations of laws or regulations as described in the Joint Report of Examination of the Association dated October 4, 2010 (2010 Joint ROE).

Consent.

6. The Association consents to the issuance of the accompanying Order to Cease and Desist (Order) by the Regulatory Agencies. The Association further agrees to comply with the terms of the Order upon the Effective Date of the Order and stipulates that the Order complies with all requirements of law.

Finality.

7. The Association acknowledges that (a) the OTS is issuing the Order under the authority of 12 U.S.C. § 1818(b), and the Division is issuing the Order under the authority of Section 1155.02 of the Ohio Revised Code. Upon the Effective Date, the Order shall be a final order, effective, and fully enforceable by the Regulatory Agencies under the provisions of applicable law. See, *e.g.*, 12 U.S.C. § 1818(i).

Waivers.

8. The Association waives the following:
- (a) the right to be served with a written notice of the charges against it;
 - (b) the right to an administrative hearing of the charges concerning the basis for the Order;
 - (c) the right to seek judicial review of the Order, including, without limitation, any such right provided by 12 U.S.C. § 1818(h) and/or Section 1155.02 and Chapter 119 of the Ohio Revised Code, or otherwise, to challenge the validity of the Order; and
 - (d) any and all claims against the Regulatory Agencies, including their employees and agents, and any other governmental entity for the award of fees, costs, or expenses related to this enforcement matter and/or the Order, whether arising under common law, federal statutes, Ohio statutes or otherwise.

The Regulatory Agencies Authority Not Affected.

9. Nothing in this Stipulation or accompanying Order shall inhibit, estop, bar, or otherwise prevent the Regulatory Agencies from taking any other action affecting the Association if at any time the OTS or Division deems it appropriate to do so to fulfill the responsibilities placed upon it by law.

Other Governmental Actions Not Affected.

10. The Association acknowledges and agrees that its consent to the issuance of the Order is solely for the purpose of resolving the matters addressed herein, consistent with Paragraph 9 above, and does not otherwise release, discharge, compromise, settle, dismiss, resolve, or in any way affect any actions, charges against, or liability of the Association that arise pursuant to this action or otherwise, and that may be or have been brought by any governmental entity other than

the Regulatory Agencies.

Miscellaneous.

11. The laws of the United States of America shall govern the construction and validity of this Stipulation and of the Order.

12. If any provision of this Stipulation and/or the Order is ruled to be invalid, illegal, or unenforceable by the decision of any Court of competent jurisdiction, the validity, legality, and enforceability of the remaining provisions hereof shall not in any way be affected or impaired thereby, unless the Regional Director and Superintendent in his or her sole discretion determines otherwise.

13. All references to the OTS in this Stipulation and the Order shall also mean any of the OTS's predecessors, successors, and assigns.

14. The section and paragraph headings in this Stipulation and the Order are for convenience only and shall not affect the interpretation of this Stipulation or the Order.

15. The terms of this Stipulation and of the Order represent the final agreement of the parties with respect to the subject matters thereof, and constitute the sole agreement of the parties with respect to such subject matters.

16. The Stipulation and Order shall remain in effect until terminated, modified, or suspended in writing by the Regulatory Agencies, acting through the Regional Director and the Superintendent or other authorized representative.

Signature of Directors/Board Resolution.

17. Each Director signing this Stipulation attests that he or she voted in favor of a Board Resolution authorizing the consent of the Association to the issuance of the Order and the execution of the Stipulation. This Stipulation may be executed in counterparts by the directors

after approval of execution of the Stipulation at a duly called board meeting.

WHEREFORE, the Association, by its directors, executes this Stipulation.

**THE HOME BUILDING AND
LOAN COMPANY
Greenfield, Ohio**

_____/s/_____
Dane E. Iseman, Director

_____/s/_____
Stephen D. Lewis, Director

_____/s/_____
Sandra T. McNeil, Director

_____/s/_____
George S. Pearce, Director

_____/s/_____
Peter D. Quance, Director

Accepted by:
Office of Thrift Supervision

By:_____/s/_____
Daniel T. McKee
Regional Director, Central Region

Date: See Effective Date on page 1

Accepted by:
Ohio Division of Financial Institutions

By:_____/s/_____
Charles J. Dolezal
Superintendent of Financial Institutions

By:_____/s/_____
Kevin R. Allard
Deputy Superintendent for Banks and
Savings Institutions